

L02000000 3972

**WEBB YODER ENTERPRISES LLC**  
**2311 58<sup>TH</sup> AVENUE EAST**  
**BRADENTON, FLORIDA 34203**  
**941-752-5909 FAX 941-752-4940**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

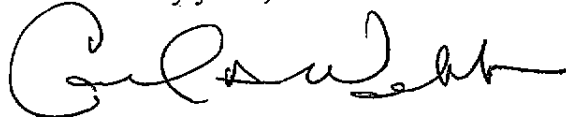
To Whom It May Concern:

Attached you will find two copies of Amended and Restated Articles of Organization for Webb Yoder Enterprises LLC. Basically they are new Articles of Organization and to replace the Articles that were filed on February 20, 2002 (L02000003972).

Should you have any questions, please don't hesitate to call at the number listed above.

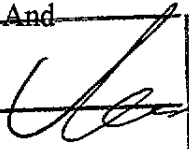
Thank you in advance for your assistance.

Sincerely yours,



Carl A. Webb  
MGRM

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\*\*\*\*\*25.00 \*\*\*\*\*25.00

And	
Name Availability	
Document Examiner	DCC
Updater	MGRM DCC
Updater Verifier	Enclosures DCC
Acknowledgement	DCC
W. P. Verifier	DCC



Shares  
only need Amended  
& Restated  
don't need the  
Amendment form

L02000000 3972



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 28, 2002

WEBB YODER ENTERPRISES LLC  
2311 58TH AVENUE EAST  
BRADENTON, FL 34203

SUBJECT: WEBB YODER ENTERPRISES LLC  
Ref. Number: L02000003972

We have received your document for WEBB YODER ENTERPRISES LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

The only thing you need to return is just the Amended and Restated Articles of Organization. You do not need the Articles of Amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 902A00050212

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
FOR  
WEBB YODER ENTERPRISES LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The original Articles of Organization for Webb Yoder Enterprises LLC was filed on February 20, 2002. These Amended and Restated Articles of Organization for Webb Yoder Enterprises LLC were duly executed and being filed in accordance with the 2002 Florida Statute Title XXXVI, Business Organizations, 608.411 Amendments to or Restatements of Articles of Organization.

**ARTICLE I  
LIMITED LIABILITY COMPANY NAME**

The name of this Limited Liability Company is WEBB YODER ENTERPRISES LLC

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the Limited Liability Company initial principal office is:

2311 58<sup>th</sup> Avenue East  
Bradenton, Florida 34203

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the Limited Liability Company's initial registered office and the name of its initial registered agent at such address is:

Carl A. Webb  
Webb Yoder Enterprises LLC  
2311 58<sup>th</sup> Avenue East  
Manatee County  
Bradenton, Florida 34203

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**ARTICLE IV  
PURPOSE**

The purpose of the Limited Liability Company is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V  
MEMBERS/MANAGERS**

The names and residence addresses of the persons constituting the Members/Managers are:

Title: MGRM  
Carl A. Webb  
9715 Braden Run  
Bradenton, Florida 34202

Title: MGRM  
Vernon R. Yoder  
8911 Wood Meadow Loop  
Bradenton, Florida 34202

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After the initial board of members/managers, the board shall consist of such number of members/managers as shall be determined by the members/managers from time to time at each annual meeting at which members/managers are to be elected.

The members/managers shall be divided into 2 classes, the number of members/managers to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of members/managers.

## ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this Limited Liability Company shall be personally liable to the Limited Liability Company or its members/managers for monetary damages for breach of any duty owed to the Limited Liability Company or its members/managers, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as director or officer of this Limited Liability Company shall be indemnified and held harmless by the Limited Liability Company to the fullest extent permitted by law.

## ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The Limited Liability Company elects to have preemptive rights so that each manager has the right to acquire a proportional amount of the LLC. Each manager of the this LLC will own an equal amount or 50%.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this Limited Liability Company and (b) any other association, Limited Liability Company or any director or officer of this Limited Liability Company individually, shall be affected by the fact that any director or officer of this Limited Liability Company is individually a party to the transaction or is interested in or is a director or officer of such other association or limited liability company.

Manager Transfer Restriction. No manager of this LLC shall sell any vested percentage held by him or her in this LLC without first offering to sell their vested percentage to the LLC on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the LLC at the time the vested percentage is offered to the LLC for sale. The Limited Liability Company shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the manager and shall exercise the option to purchase by notifying the manager in writing. If the Limited Liability Company shall not exercise its option to purchase the vested percentage, it shall notify the manager in writing within the thirty (30) day period and the vested percentage

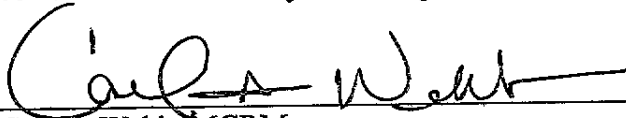
may then be sold by the manager, only if the proposed purchaser has been approved in writing by the Limited Liability Company on the same terms and conditions as offered to the Limited Liability Company, and only within thirty (30) days from and after the date on which the Limited Liability Company declines to exercise its option.

Limited Liability Company Seal. The Limited Liability Company shall have a Limited Liability Company seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

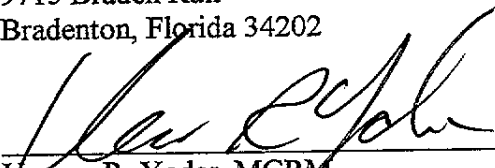
Execution of Written Instruments. All instruments that are executed on behalf of the Limited Liability Company which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the Limited Liability Company, including a release of mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by an officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### CERTIFICATION

I certify that I have read the above Articles of Organization and that they are true and correct to the best of my knowledge.



Carl A. Webb, MGRM  
9715 Braden Run  
Bradenton, Florida 34202



Vernon R. Yoder, MGRM  
8911 Wood Meadow Loop  
Bradenton, Florida 34202

State of Florida, County of Manatee, ss:

Subscribed and sworn to (or affirmed) before me this 4<sup>th</sup> day of Sept. 2002.

  
Notary Public Linda Holbeck Masso



Linda Holbeck Masso  
MY COMMISSION # CC897477 EXPIRES  
March 5, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA